

RECORDATION NO. 16905-F FILED

JAN 10 '06 11-42 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 10, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Locomotive Amending Agreement, dated as of December 29, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the First Amendment to Lease of Railroad Equipment which was previously filed with the Board under Recordation Number 16905-A.

The names and addresses of the parties to the enclosed document are:

Lessor: Comerica Leasing Corporation
29201 Telegraph Road
Southfield, Michigan 48034

Lessee: Grand Trunk Western Railroad Incorporated
c/o Canadian National Railway
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9

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A description of the railroad equipment covered by the enclosed document is:

20 locomotives within the series GTW 4609 - GTW 6228 as more particularly set forth in the equipment schedule attached to the document (locomotives GTW 5725, CV 5800 and CV 5801 were remarked and renumbered GTW 4925, GTW 4997 and GTW 4998 respectively).

A short summary of the document to appear in the index is:

Memorandum of Locomotive Amending Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LOCOMOTIVE AMENDING AGREEMENT

JAN 19 2006 11-42 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LOCOMOTIVE AMENDING AGREEMENT (this "Memorandum") dated as of December 29, 2005, is by and between **Comerica Leasing Corporation**, a Michigan corporation, as lessor (the "Lessor") and **Grand Trunk Western Railroad Incorporated** (successor by merger to Grand Trunk Western Railroad Company), a Delaware corporation, as lessee (the "Lessee").

WITNESSETH:

WHEREAS, Meridian Trust Company (the "Trustee") (predecessor-in-interest to Lessor in respect of the Locomotives (as defined below) only) and Lessee entered into that certain Lease of Railroad Equipment (the "Original Lease"), dated as of June 1, 1990, covering (i) certain autoparts boxcars as described therein and (ii) the twenty (20) diesel-electric locomotives as described therein and in Schedule A hereto (the "Locomotives"), which was i) filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on June 27, 1990, with primary recordation number 16905 and ii) deposited at the Registrar General of Canada on June 27, 1990;


WHEREAS, Trustee (predecessor-in-interest to Lessor in respect of the Locomotives only) and Lessee entered into that certain First Amendment to Lease of Railroad Equipment (the "First Amendment"), dated as of September 28, 1990 whereby, among other things, the Original Lease was bifurcated into separate instruments of lease covering (i), in the first case, such autoparts boxcars and (ii), in the second case, the Locomotives, (the Original Lease, as bifurcated by the First Amendment, in respect of the Locomotives only, being collectively, the "Locomotive Lease") which was i) filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on February 7, 1991 with secondary recordation number 16905-A and ii) deposited at the Registrar General of Canada on March 21, 1991;

WHEREAS, Lessor and Lessee have entered into that certain Locomotive Amending Agreement (the "Locomotive Amending Agreement"), dated as of December 29, 2005, which, among other things, extended the term of the Locomotive Lease to the later of i) January 2, 2009 or ii) the date when all of the obligations and liabilities of the Lessee to the Lessor under the Locomotive Lease (as amended by the Locomotive Amending Agreement), whether direct or indirect, absolute or contingent, have been satisfied; and

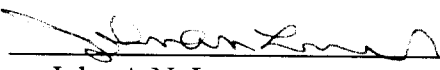
WHEREAS, (i) the terms and conditions of the Locomotive Amending Agreement are incorporated herein by reference and **(ii)** Lessor and Lessee desire that evidence of the Locomotive Amending Agreement be entered upon the public record.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Locomotive Amending Agreement to be duly executed by their respective officers authorized as of the date and year first above written.

COMERICA LEASING CORPORATION,
as Lessor

By 
Name: Brian M. Ris
Title: Vice-President

GRAND TRUNK WESTERN RAILROAD
INCORPORATED,
as Lessee

By 
Name: John A.N. Lamont
Title: Sr. Manager, Asset Finance

STATE OF MICHIGAN

)


) ss:

CITY / COUNTY OF OAKLAND

)

On this 29th day of December, 2005 before me personally appeared Brian M. Ris, to me personally known, who being duly sworn, says that he/she is the Vice President of Comerica Leasing Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

PATRICIA L. BOWDELL
Notary Public, State of Michigan
County of Wayne
My Commission Expires: February 26, 2011
Acting in the County of OAKLAND


Notary Public
Patricia L. Bowdell

My commission expires: 02/26/2011

PROVINCE OF QUEBEC

)

) ss:

DISTRICT OF MONTREAL

)

On this 3rd day of January, 2006 before me personally appeared John A.N. Lamont, to me personally known, who being duly sworn, says that he is the Sr. Manager, Asset Finance of Grand Trunk Western Railroad Incorporated, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Attorney

Bar Number: 188726-2

SCHEDULE A TO MEMORANDUM OF LOCOMOTIVE AMENDING AGREEMENT

Twenty (20) diesel-electric locomotives, manufactured by the Electromotive Division of General Motors Corporation, of the type, and bearing the marks / numbers, as set forth below:

<u>Locomotive Type</u>	<u>Original Mark & Number of Locomotive</u>		<u>Current Mark & Number of Locomotive</u>	
GP9	GTW	4609	GTW	4609
GP9	GTW	4610	GTW	4610
GP9	GTW	4611	GTW	4611
GP9	GTW	4612	GTW	4612
GP9	GTW	4613	GTW	4613
GP9	GTW	4614	GTW	4614
GP9	GTW	4615	GTW	4615
GP9	GTW	4616	GTW	4616
GP9	GTW	4617	GTW	4617
GP38	GTW	5725	GTW	4925
GP38AC	CV	5800	GTW	4997
GP38AC	CV	5801	GTW	4998
GP38-2	GTW	6221	GTW	6221
GP38-2	GTW	6222	GTW	6222
GP38-2	GTW	6223	GTW	6223
GP38-2	GTW	6224	GTW	6224
GP38-2	GTW	6225	GTW	6225
GP38-2	GTW	6226	GTW	6226
GP38-2	GTW	6227	GTW	6227
GP38-2	GTW	6228	GTW	6228